

THE LENOX GROUP, INC.

84-09335

JUN 22, 1984

FULTON

DP

ADAMS JAMES M III



DUPLICATE

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*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

"THE LENOX GROUP, INC."

has been duly incorporated under the laws of the State of Georgia on the **22nd** day of **June**, 19 **84**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **22nd** day of **June** in the year of our Lord One Thousand Nine Hundred and **Eighty Four** and of the Independence of the United States of America the Two Hundred and **Eight**.

*Max Cleland*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION  
OF  
THE LENOX GROUP, INC.

I.

The name of the corporation is The Lenox Group, Inc.

II.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

III.

The Corporation has perpetual duration.

IV.

The Corporation is a corporation for profit and is organized for the following purposes:

A) Own, operate, sell, and syndicate any and all real property deemed legal under the Georgia Statutes and to engage any lawful business for which corporations may be incorporated under this chapter.

B) Engage in any act that is legal for corporations under the corporation laws of the State of Georgia and to do any and all acts and things necessary, convenient, expedient, ancillary or in aid to the accomplishment of the foregoing.

V.

The Corporation has authority to issue not more than 1,000 shares of stock of \$1.00 par value.

VI.

The Corporation shall not commence business until it shall have received not less than \$500.00 in payment for issuance of shares of stock.



VII.

The initial registered agent of the Corporation is James M. Adams, III and the initial registered office of the Corporation is: 1401 West Paces Ferry Road, N.W., Suite E-2, Atlanta, Georgia.

*Fulton*

VIII.

The initial Board of Directors shall consist of three members: Earl S. Worsham, Suite E-2, 1401 West Paces Ferry Road, N.W., Atlanta, Georgia 30327; Joseph R. Grassie, Suite 911, 100 N. Biscayne Boulevard, Miami, Florida 33132; James M. Adams, III, Suite E-2, 1401 W. Paces Ferry Road, N.W., Atlanta, Georgia 30327.

IX.

The name and address of the incorporator is James M. Adams, III, 1401 West Paces Ferry Road, N.W., Suite E-2, Atlanta, Georgia 30327.

X.

Other Provisions:

A) The Board of Directors of the Corporation may, from time to time and at its discretion, distribute a portion of the assets to its shareholders out of capital surplus of the Corporation.

B) The Corporation may, upon adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available for said purchase.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

SECRETARY  
OF STATE

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*James M. Adams, III*  
Incorporator



*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"THE LENOX GROUP, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this  
day of <sup>30th</sup> ~~May~~ <sup>May</sup>, in the year of our Lord  
One Thousand Nine Hundred and Eighty ~~Four~~ <sup>Four</sup> and  
of the Independence of the United States of America the Two  
Hundred and  
Eight.

*Max Cleland*

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SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA